

## Angling Cymru Board of Directors - Terms of Reference

### INTRODUCTION

These terms of reference supplement the Articles of Association of Angling Cymru and include a list of matters reserved for the Board.

### RESPONSIBILITIES

The Board is responsible for:

- Setting and agreeing the overall strategy and policy for the organisation;
- Overseeing the development and implementation of major projects;
- Approving the annual accounts
- Overseeing performance management against strategic objectives; and ensuring effective arrangements are in place to provide assurance on risk management, internal control and governance.

The following matters are reserved to the Board:

- Approval of the long-term financial plan and annual budget, with timescales outlined in the annual operational plan
- Monitoring delivery of the strategic plan and objectives, with timescales outlined in the annual operational plan
- Periodic review of the financial plan and performance against annual budget, with timescales outlined in the annual operational plan
- Periodic review of major risks, with timescales outlined in the annual operational plan
- Active discussion of, and engagement with, stakeholder proposals and concerns
- A process to identify areas where the Board may be assisted by further education and training
- Board composition requirements to ensure independence including quorum and proportion of independents
- Appointment of the Chair of the Board of Angling Cymru in accordance with its governing document (Articles of Association section 10). A Deputy Chair of the Board may also be appointed.

### MEMBERSHIP

The Board of Directors shall be not less than five nor more than fifteen and shall be comprised as follows:

- Up to three Nominated Directors;
- Up to twelve Co-opted Directors.

#### Nominated Directors:

- Individuals nominated and appointed by the Affiliated Members at their annual subscriber meeting, in accordance with the Affiliated Member Rules & Articles of Association. Nominated Directors are deemed to be of non-executive capacity.
- Appointed for an initial three-year term and eligible for re-appointment by the Affiliated Members for a maximum of one further term.

#### Co-opted Directors:

- At least three shall act in a non-executive capacity and be Independent to enable internal scrutiny
- Co-opted Directors shall be appointed for an initial term of three years and will be eligible for reappointment by the Directors for second and third terms of three years. Upon expiry of the third term a Co-opted Director may only be eligible for re-appointment for a further term of a maximum of one year if the Directors conclude there are exceptional circumstances.
- Co-opted Directors will have a specific area of responsibility for example governance, safeguarding or stakeholder engagement. These specific roles are determined by our governance improvement plan & angling strategy for Wales

### **QUORUM**

A quorum is five Directors, of which at least 25% present must be Independent.

### **RESOLUTIONS AND VOTING**

Decisions of the Board shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed. Questions arising at a meeting shall be decided by a majority of votes, in the case of equality of votes, the Chair will have a second or casting vote.

Proxy voting is detailed in the Articles of Association, sections 21 & 22.

### **DELEGATION**

The Directors of the Board may delegate any of their powers or functions to one or more Directors, or to one of the Directors, supported by employees of the Company. The terms of the delegation must be recorded.

### **COMMITTEES AND SUB-COMMITTEES**

The following are Committees/Sub-Committees of the Board:

- Finance & Governance
- Performance
- Participation
- Environment & Conservation
- Angling Cymru Sea Anglers

- Angling Cymru Coarse Anglers
- Angling Cymru Game Anglers

The delegations to the Committees are set out in their individual Terms of Reference, which are subject to approval by the Board.

**MEETINGS**

The Board shall meet quarterly, either in person or via telephone or videoconference. Extraordinary meetings may be called if there is urgent business to discuss or transact.

**SECRETARIAT**

The Company Secretary/Administrator shall provide the secretariat for the meetings, including meeting arrangements and attending to take minutes and record actions.

**TERMS OF REFERENCE AND COMMITTEE EFFECTIVENESS**

The Board’s terms of reference and effectiveness will be reviewed at least annually by the Board, including a review of membership and relevant skills. Any changes considered necessary must be approved by the Board.

Version	Author	Date	Changes	Date approved
1.0	H Pearce	24 <sup>th</sup> May 2022	First draft	
2.0	H Pearce	16 <sup>th</sup> September 2022	Second draft	